

RECORDATION NO. **23743** FILED

NOV 20 '01 4-17 PM

TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 19, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 12, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Commercial Corporation  
301 South Tryon Street  
Charlotte, NC 28288

Lessee: LaFarge Building Materials, Inc.  
1800 Parkway Place  
Suite 1100  
Marietta, GA 30060

A description of the railroad equipment covered by the enclosed document is:

53 covered hopper railcars within the series BCAX 501 - BCAX 576.

Mr. Vernon A. Williams  
November 19, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE dated as of November 12, 2001 is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation (the "Lessor") and LAFARGE BUILDING MATERIALS INC., an Alabama corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto (the "Cars") under that certain Equipment Lease Agreement dated November 12, 2001 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION COMMERCIAL CORPORATION

By: Linda H. Minter  
Name: LINDA H. MINTER  
Title: VICE PRESIDENT

STATE OF N. C. )  
 ) ss:  
COUNTY OF Mecklenburg )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Mecklenburg this 12 day of November, 2001 by Linda H. Minter, as Vice President of FIRST UNION COMMERCIAL CORPORATION, a North Carolina Corporation.

Susan Donella Cooper  
Notary Public

My commission expires: 2-22-04

[Notarial Seal]

Memo of Lease (STB)

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

LAFARGE BUILDING MATERIALS, INC.

By Frederick J. Kemp  
Name: Frederick J. Kemp  
Title: Vice President - Corporate Resources

STATE OF GEORGIA )  
 ) ss:  
COUNTY OF COBB )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cobb this 12th day of November, 2001 by Frederick J. Kemp as Vice President of LAFARGE BUILDING MATERIALS INC., an Alabama corporation.

My commission expires: \_\_\_\_\_  
Notary Public, Cobb County, Georgia  
My Commission Expires April 24, 2002

Hubert J. Reed  
Notary Public

[Notarial Seal]

**SCHEDULE 1**

**EQUIPMENT**

<b>NUMBER OF RAILCARS</b>	<b>MANUFACTURER</b>	<b>DESCRIPTION</b>	<b>CAR NUMBERS</b>
53	Trinity Industries, Inc.	3,281 C.F., 116 ton twin covered hopper car with thru center sill and gravity discharge outlets pursuant to Trinity Industries Specification No. L-20273-F. September 27, 2001- Revision "F": 3.03,5.04	BCAX 501-505, 507-513, 515-520, 523, 526-530, 534, 536, 537, 539, 542, 543, 545-549, 552, 553, 555-558, 560- 570, 576